**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF TEXAS

Case number *(if known)* _____ Chapter 11

☐ Check if this is an amended filing

# Official Form 201

# Voluntary Petition for Non-Individuals Filing for Bankruptcy 04/25

**If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals,* is available.**

**1. Debtor's name**

SoPa, Inc.

**2. All other names debtor used in the last 8 years**

Include any assumed names, trade names and *doing business as* names

**3. Debtor's federal Employer Identification Number** (EIN)

**4. Debtor's address**

**Principal place of business**

80 Robinson Road #17-01B, Singapore 068898
Number, Street, City, State & ZIP Code

County

**Mailing address, if different from principal place of business**

2929 Allen Parkway, Suite 3300
Houston, TX 77019
P.O. Box, Number, Street, City, State & ZIP Code

**Location of principal assets, if different from principal place of business**

Number, Street, City, State & ZIP Code

**5. Debtor's website** (URL)

**6. Type of debtor**

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor SoPa, Inc. Case number (*if known*)
Name

**7. Describe debtor's business**

A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See http://www.uscourts.gov/four-digit-national-association-naics-codes.

5511

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

*Check one:*

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. *Check **all** that apply*:
  - ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $3,424,000 (amount subject to adjustment on 4/01/28 and every 3 years after that).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
  - ☐ A plan is being filed with this petition.
  - ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**
If more than 2 cases, attach a separate list.

- ☒ No.
- ☐ Yes.

District _____ When _____ Case number _____
District _____ When _____ Case number _____

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- ☐ No
- ☒ Yes.

Debtor SoPa, Inc. (Name) Case number (*if known*)

List all cases. If more than 1, attach a separate list

| | | | |
|---|---|---|---|
| Debtor | Society Pass Incorporated | Relationship | Affiliate |
| District | Southern District of Texas When | Case number, if known | |

**11. Why is the case filed in *this district?***

*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** (*Check all that apply.*)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
  What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

**Where is the property?** _____
Number, Street, City, State & ZIP Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency _____
  Contact name _____
  Phone _____

## Statistical and administrative information

**13. Debtor's estimation of available funds**

*Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

**14. Estimated number of creditors (on a consolidated basis)**

| | | |
|---|---|---|
| ☒ 1-49 | ☐ 1,000-5,000 | ☐ 25,001-50,000 |
| ☐ 50-99 | ☐ 5001-10,000 | ☐ 50,001-100,000 |
| ☐ 100-199 | ☐ 10,001-25,000 | ☐ More than100,000 |
| ☐ 200-999 | | |

**15. Estimated Assets (on a consolidated basis)**

| | | |
|---|---|---|
| ☐ $0 - $50,000 | ☒ $1,000,001 - $10 million | ☐ $500,000,001 - $1 billion |
| ☐ $50,001 - $100,000 | ☐ $10,000,001 - $50 million | ☐ $1,000,000,001 - $10 billion |
| ☐ $100,001 - $500,000 | ☐ $50,000,001 - $100 million | ☐ $10,000,000,001 - $50 billion |
| ☐ $500,001 - $1 million | ☐ $100,000,001 - $500 million | ☐ More than $50 billion |

**16. Estimated liabilities (on a consolidated basis)**

| | | |
|---|---|---|
| ☐ $0 - $50,000 | ☐ $1,000,001 - $10 million | ☐ $500,000,001 - $1 billion |
| ☐ $50,001 - $100,000 | ☒ $10,000,001 - $50 million | ☐ $1,000,000,001 - $10 billion |
| ☐ $100,001 - $500,000 | ☐ $50,000,001 - $100 million | ☐ $10,000,000,001 - $50 billion |
| ☐ $500,001 - $1 million | ☐ $100,000,001 - $500 million | ☐ More than $50 billion |

Debtor SoPa, Inc. Case number (*if known*)
Name

## Request for Relief, Declaration, and Signatures

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 12, 2026
MM / DD / YYYY

X */s/ Raynauld Liang*
Signature of authorized representative of debtor

Raynauld Liang
Printed name

Title Chief Executive Officer

---

**18. Signature of attorney**

X */s/ Gabrielle A. Hamm*
Signature of attorney for debtor

Date May 12, 2026
MM / DD / YYYY

Gabrielle A. Hamm
Printed name

Schwartz, PLLC
Firm name

440 Lousiana St. Suite 1055
Houston, TX 77002
Number, Street, City, State & ZIP Code

Contact phone (713) 900-3737 Email address ghamm@nvfirm.com

24041047 TX
Bar number and State

**Fill in this information to identify the case:**

Debtor name SoPa, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

# Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

**An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.**

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to $500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

## Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets–Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended *Schedule* _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on May 12, 2026

X */s/ Raynauld Liang*
Signature of individual signing on behalf of debtor

Raynauld Liang
Printed name

Chief Executive Officer
Position or relationship to debtor



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**IN THE UNITED STATES BANKRUPTCY COURT**
**FOR THE SOUTHERN DISTRICT OF TEXAS**
**HOUSTON DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| SOPA, INC., | ) | Case No. |
| Debtor. | ) | (Joint Administration Requested) |

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

| Equity Interest Holder | Approximate Percentage of Equity Interests Held |
|---|---|
| Society Pass Incorporated | 100% |
| | |

Fill in this information to identify the case:

Debtor name SoPa, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF TEXAS

Case number (if known): _____

☐ Check if this is an amended filing

# Official Form 204

## Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

**A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.**

| **Name of creditor and complete mailing address, including zip code** | **Name, telephone number and email address of creditor contact** | **Nature of claim** (for example, trade debts, bank loans, professional services, and government contracts) | **Indicate if claim is contingent, unliquidated, or disputed** | **Amount of claim** If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|---|---|---|---|---|---|
| | | | | **Total claim, if partially secured** | **Deduction for value of collateral or setoff** | **Unsecured claim** |
| Thomas O'Connor c/o Ethan Brecher Law 244 5th Avenue, Suite B241 New York, NY 10001 | | | Disputed | | | $11,853,490.11 |
| Centuri Investment Limited Tri-Mer Services Ltd, International House, Triq L-Imdina, Mriehel, BKR 3000, Malta, Mriehel BKR 300 | | | | | | $344,021.61 |
| Sichenzia Ross Ference Carmel 1185 Avenue of the Americas, 31st Floor New York, NY 10036 | | | | | | $332,926.81 |
| Name and address on file | | | | | | $325,541.61 |
| Dennis Nguyen Address on file | | | | | | $57,885.70 |
| Greenridge Global, LLC 104 E. Locust St. Columbia, IL 62236 | | | | | | $50,000.00 |
| Litchfield Hills Research LLC 79 Belgo Road Lakeville, CT 06039 | | | | | | $40,000.00 |
| Peter Dichiara Address on file | | | | | | $35,000.00 |
| McLaughlin & Stern, LLP 260 Madison Avenue New York, NY 10016 | | | | | | $33,000.00 |

| **Name of creditor and complete mailing address, including zip code** | **Name, telephone number and email address of creditor contact** | **Nature of claim** (for example, trade debts, bank loans, professional services, and government contracts) | **Indicate if claim is contingent, unliquidated, or disputed** | **Amount of claim** If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim. | | |
|---|---|---|---|---|---|---|
| | | | | **Total claim, if partially secured** | **Deduction for value of collateral or setoff** | **Unsecured claim** |
| IPFS Insurance<br>1055 Broadway, 11th Floor<br>Kansas City, MO 64105 | | | | | | $27,795.16 |
| Think Equity<br>17 State Street, 22nd Floor<br>New York, NY 10004 | | | | | | $26,990.41 |
| HKCMPA Company Limited - 2025 Q4 10Q rev<br>15/F, Aubin House, No. 171-172<br>Gloucester Road, Wan Chai, Hong Kong | | | | | | $9,000.00 |
| Michael J Hamilton<br>Address on file | | | | | | $8,500.00 |
| Carmel, Milazzo & Feil LLP<br>55 West 39th Street, 18th Floor<br>New York, NY 10018 | | | | | | $8,274.00 |
| FMW Media Works LLC<br>455 Tenth Ave. PH New York, NY 10018 | | | | | | $7,500.00 |
| Proseso<br>iScale Solutions, 3rd Floor, Corinthian Plaza,<br>121 Paseo de Roxas,<br>Makati, Metro Manila 1229 | | | | | | $5,100.00 |
| Consilio LLC<br>1828 L. Street NW Suite 1070 Washington, DC 20036 | | | | | | $3,588.68 |
| ACN Newswire 68 Circular Road<br>#02-01, Singapore<br>Singapore 49422 | | | | | | $3,452.00 |
| Driven, Inc. Dba Innovative Driven 2005<br>Market Street, 5th Floor<br>Philadelphia, PA 19103 | | | | | | $3,277.03 |
| Fennemore Craig, P.C.<br>2394 E Camelback Rd, Suite 600<br>Phoenix, AZ 85016 | | | | | | $1,386.00 |

**SOPA, INC.**

**WRITTEN CONSENT IN LIEU OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS**

**May 12, 2026**

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The undersigned, being the sole member of the board of directors (the "**Board**") of **SoPa, Inc.**, a Texas for-profit corporation (the "**Company**"), duly formed and existing under the Texas Business Organizations Code, as amended (the "**TBOC**"), hereby approves the following resolutions as of the date set forth above and direct that this Written Consent in Lieu of a Special Meeting of the Board of Directors ("**Consent**") be filed with the minutes and the proceedings of the Company:

**WHEREAS**, the Board had the opportunity to consult with the Company's advisors and to fully consider the strategic alternatives available to the Company, including, without limitation, the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Chapter 11 of the Bankruptcy Code; and

**WHEREAS**, the Board deems it advisable and in the best interests of the Company and its creditors, interest holders, and other parties in interest to consent to and adopt, in the name of and on behalf of the Company, the following resolutions:

**NOW, THEREFORE, BE IT:**

**RESOLVED**, that it is desirable and in the best interests of the Company and other interested parties that a voluntary Chapter 11 bankruptcy petition be filed by the Company, seeking relief under the provisions of Chapter 11 of the Bankruptcy Code (the "**Chapter 11 Case**") in the United States Bankruptcy Court for the Southern District of Texas;

**RESOLVED FURTHER**, that Raynauld Liang (the "**Authorized Person**"), be, and is, authorized and directed to execute and file on behalf of the Company, all petitions, schedules, lists, motions, applications, and other papers or documents with the appropriate court under the Bankruptcy Code and to take any and all action that is necessary, proper, or advisable to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business;

**RESOLVED FURTHER**, that the law firm of SCHWARTZ, PLLC ("**Schwartz**") be employed as counsel to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights including the preparation of pleadings and filings in connection with the Chapter 11 Case, and the Authorized Person of the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of Schwartz;

**RESOLVED FURTHER**, that the Authorized Person of the Company be, and hereby is, authorized and directed to employ any other individual and/or firm as professionals or consultants to the Company as are deemed necessary or advisable to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, including, but not limited to, investment bankers, financial advisors, valuation experts and other professionals, as may be determined by the Company's management, and in connection therewith, the Authorized Person of the Company is hereby authorized and directed to execute appropriate retention agreements, and to cause to be filed an appropriate application for authority to retain the services of such firms;

**RESOLVED FURTHER**, that, at the direction of the Board, the Authorized Person is hereby authorized to enter into one or more debtor-in-possession financing facilities in order to finance the Chapter 11 case and the Company's operations going forward;

**RESOLVED FURTHER**, that the Authorized Person is hereby authorized and empowered to execute, deliver, file, and perform any agreement, document, or any amendment to the foregoing, in the name and on behalf of the Company, as may be necessary or advisable for the Company to obtain post-petition financing, all on such terms as the Authorized Person deems necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions;

**RESOLVED FURTHER**, that the Authorized Person is hereby authorized, empowered, and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deed, and to execute, ratify, certify, deliver, file, and record such additional agreements, notices, certificates, instruments, applications, payments, letters, and documents as any of them may deem necessary or advisable to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Person may deem necessary or advisable in connection with any financing arrangement or the sale of assets, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof;

**RESOLVED FURTHER**, that the Authorized Person is hereby authorized, empowered and directed, in the name and on behalf of the Company, to open and maintain one or more debtor-in-possession bank accounts for the Company, at such banks as the Authorized Person may determine, and that in connection therewith the Authorized Person may sign checks, authorize wire transfers and execute and deliver on behalf of the Company, such forms of banking resolutions as such banks may request and the Authorized Person may approve, which resolutions, when executed by such Authorized Person and inserted into the minute book of the Company, shall be deemed to be adopted by the Company with the same full force and effect as if such resolutions had been set forth herein in their entirety;

**RESOLVED FURTHER**, that all of the acts and transactions taken by the Authorized Person or the Board, in the name and on behalf of the Company, relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved, and ratified; and

**RESOLVED FURTHER**, that this Consent may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same

instrument. Signatures delivered by facsimile, portable document file (.pdf) or other electronic means shall be deemed to have the same effect as originals.

*[Signature Page Follows]*

**IN WITNESS WHEREOF**, the undersigned, being the sole member of the Board, has executed this Consent to be effective as of the date first written above.

Signed by:
Jeremy Rosenthal
0DD76AF4653F497...

Jeremy Rosenthal