

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

FORM 10-K/A
Amendment No. 1

(Mark One)

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

For the fiscal year ended December 31, 2022

or

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

For the transition period from _____ to _____.

Commission File Number. 001-40519

MicroCloud Hologram Inc.
(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation or organization)

Not Applicable

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

**Room 302, Building A, Zhong Ke Na Neng Building,
Yue Xing Sixth Road, Nanshan District, Shenzhen,
People's Republic of China 518000**
(Address of principal executive offices, including zip code)

+86 (0755) 2291 2036

(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
Ordinary Shares, par value \$0.0001 per share	HOLO	The Nasdaq Stock Market LLC
Warrants, each warrant exercisable for one-half ordinary share at an exercise price of \$11.50 per share	HOLOW	The Nasdaq Stock Market LLC

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

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

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

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

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

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input checked="" type="checkbox"/>

If an emerging growth company, indicate by checkmark 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 has filed a report on and attestation to its management’s assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant’s executive officers during the relevant recovery period pursuant to § 240.10D-1(b).

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

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant, based on the closing price of the shares of ordinary shares on The Nasdaq Stock Market LLC on June 30, 2022, the last business day of the Registrant’s most recently completed second fiscal quarter, was approximately \$58.1 million.

The Registrant had 50,812,035 shares of common stock, par value \$0.0001 per share, outstanding as of March 13, 2023.

DOCUMENTS INCORPORATED BY REFERENCE

None.

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EXPLANATORY NOTE

MicroCloud Hologram Inc. (“MicroCloud,” the “Company,” “we,” “us,” and “our” refer to MicroCloud Hologram Inc. (f/k/a Golden Path Acquisition Corporation)) is filing this Amendment No. 1 on Form 10-K/A (“Form 10-K/A”) to amend the Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (“Form 10-K”), filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 14, 2023. The purpose of Form 10-K/A is to update the information under Items 10, 11, 12, 13 and 15, as well as signatures of Form 10-K, in order to correct some of the inaccuracies and restate certain disclosure of directors’ information, including that: (i) Mr. Jun Liu was removed from his position as an independent director and a member of the Audit Committee, the Nominating Committee and the Compensation Committee of the Board on February 3, 2023; (ii) Ms. Wei Peng is still the Chairman of the Board as of the date of Form 10-K; (iii) Mr. Xu Zhang has resigned from his position as an independent director of the Board and the Chairman of the Nominating Committee and a member of the Audit Committee and the Compensation Committee of the Board; and (iv) certain compensation information of the directors and officers.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), certifications by the Company’s principal executive officer and principal financial officer are filed as exhibits to this Form 10-K/A under Item 15 of Part IV hereof. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. We are not including the certifications under Section 906 of the Sarbanes-Oxley Act of 2002 as no financial statements are being filed with this Form 10-K/A.

Except as described above, this Form 10-K/A does not modify or update disclosure in, or exhibits to, Form 10-K. Furthermore, this Form 10-K/A does not change any previously reported financial results, nor does it reflect events occurring after the date of Form 10-K. Information not affected by this Form 10-K/A remains unchanged and reflects the disclosures made at the time Form 10-K was filed. Accordingly, this Form 10-K/A should be read in conjunction with Form 10-K and our other filings with the SEC.

As used in this Form 10-K/A, unless otherwise indicated or the context otherwise requires, references to “Golden Path” refer to Golden Path Acquisition Corporation, a former blank check company incorporated in Cayman Islands in 2018, and references to “MC” refer to MC Hologram Inc., a Cayman Islands exempted company which continued its operations as our wholly owned subsidiary after the Business Combination (as defined in Form 10-K).

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The following table sets forth certain information regarding our executive officers and members of the Company's board of directors (the "Board of Directors") as of March 14, 2023:

Name	Age	Position	Served From
Wei Peng	39	Chairman of the Board of Directors	September 2022
Guohui Kang	46	Director, Chief Executive Officer	September 2022
Bei Zhen	34	Chief Financial Officer	September 2022
Guolong Qi	46	Chief Operating Officer	September 2022
Jianbo Zhou	44	Chief Technology Officer	September 2022
Belief Bi ⁽¹⁾⁽²⁾⁽³⁾	37	Independent Director	February 2023
Maggie Wang ⁽¹⁾⁽²⁾⁽³⁾	42	Independent Director	February 2023
Han Qin ⁽¹⁾⁽²⁾⁽³⁾	39	Independent Director	September 2022

Note:

- (1) Member of the Compensation Committee.
- (2) Member of the Nominating Committee.
- (3) Member of the Audit Committee.

Biographical Information

Wei Peng has been serving as our Chairman of the Board of Directors since September 2022. From 2021, Ms. Peng has served as a director of MC. Prior to joining MC, she has also served as a director of Softcloud Digital Software Co., Ltd. since 2006. From 2010 till the date of this proxy statement, she has been serving as supervisor for Lvixun Network Technology Co., Ltd. and has concurrently served as a director of Enwei Quantum Capital Investment Co., Ltd. since 2015. Ms. Peng graduated from the Beijing Normal University majoring in computer science in 2005.

Guohui Kang has been serving as our Chief Executive Officer and director since September 2022. From 2016, Mr. Kang has served as the chief executive officer of Shanghai Mengyun Holographic Technology Co., Ltd. He served as the general manager of Haotian Investment Co., Ltd. from 2011 to 2016. From 2002 to 2010, he served as the sales manager and director of Shenzhen Qixin Technology Co., Ltd. From 1999 to 2002, he was the refrigeration system design engineer in Guangdong Midea Group. Mr. Kang graduated from Wuhan University of Technology in 1999.

Bei Zhen has been serving as our Chief Financial Officer since September 2022. In October 2019, she founded Shenzhen Aixi Culture Communication Co., Ltd. and served as the chief executive officer. From December 2015 to October 2019, she served as the director of the Corporate Finance Department in Sun Hung Kai Financial Group. From April 2012 to December 2015, she worked in the Fund Department of Shenzhen Innovation Investment Group Co., Ltd. From July 2011 to February 2012, she served as assistant to the chief executive officer of the Global Asset Management Department of HSBC. Ms. Zhen obtained a master's degree in accounting and finance from the University of Bristol in February 2012 and a bachelor's degree in financial economics from the University of Leicester in July 2010.

Guolong Qi has been serving as our Chief Operating Officer since September 2022. From January 2017, Mr. Qi has served as the general manager of Shanghai Mengyun Holographic Technology Co., Ltd. From June 2011 to December 2016, he served as the deputy general manager of Shenzhen Chuangshi Interactive Technology Co., Ltd. From May 2010 to May 2011, he worked as project manager of Guangzhou Jiepu Electronics Company. From January 2001 to May 2010, he worked in Epson Technology (Shenzhen) Co., Ltd. From July 1999 to December 2000, he worked as an engineer in Huaxin Cement Co., Ltd. Mr. Qi obtained his master's degree in financial market and portfolio management from the University of Hong Kong in July 2017 and graduated from the Wuhan University of Technology in 1999.

Jianbo Zhou has been serving as our Chief Technology Officer since September 2022. Prior to becoming the Chief Technology Officer of MC and in 2018, he served as the chief executive officer of Shenzhen Bowei Vision Technology Co., Ltd. Prior to joining MC, from July 2005 to September 2010, Mr. Zhou was responsible for the development of the WCDMA Base Station System with ZTE, assisting China Unicom, a major telecommunication provider in China, to complete the commercial deployment of the 3G system in Hong Kong, France, and in other locales. He was also responsible for developing a number of patents. From 2010 to 2012, Mr. Zhou led the development and acceptance of an innovation fund project of Shenzhen Science and Technology Commission, and obtained the Shenzhen high-level professional certificate in 2012. Mr. Zhou obtained a master's degree in computer software from Wuhan University in 2005 and a bachelor's degree in computer application from Wuhan University in 2000.

Belief Bi has been serving as our independent director since February 2023. Mr. Bi has extensive experience in the operation, legal and compliance areas of U.S. public companies. Prior to joining our Company, Mr. Belief Bi has served as the president of Beijing Zhixing Classroom Education Consulting Co., Ltd. since June 2017. Between 2015 and 2017, he served as the vice president in Beijing Shengyuan Fengheng Venture Capital Co., Ltd. and the executive secretary in Dianjing Smart Industry Alliance. Prior to that, Mr. Bi worked as an assistant president in Ninetowns Group (Nasdaq: NINE) from 2013 to 2015, where he was responsible for the agricultural e-commerce and real estate segments of the company. Mr. Bi received a bachelor of law degree from China University of Political Science and Law in 2010.

Maggie Wang has been serving as our independent director since February 2023. Ms. Wang has extensive experience in financial accounting, internal control and risk management. Ms. Wang has over 16 years of experience in the financial services industry in Asia. Further, she has direct oversight on specific risk management functions such as financial and insurance product control, assets and liabilities management and customer risk management. Prior to joining our Company, Ms. Maggie Wang has served as the regional director and treasurer of Prudential HK Limited since 2013. Between 2006 and 2012, she served as the chief accountant in Wall Street English since 2006. Ms. Wang is a Chartered Financial Analyst, an Associate Financial Planner and a Registered Financial Planner in US. Ms. Wang received a bachelor's degree from the University of Guangzhou and an MBA degree from Jinan University.

Han Qin has been serving as our independent director since September 2022. Ms. Qin served as an independent director of China Trends Holdings Limited from 2020 to 2021. She has been the investment director and executive director in Rider Family Office since 2018. From April 2018 to February 2020, she served as the investment director in Shenzhen Zhongxiang Capital Management Co., Ltd. From May 2014 to March 2016, she served as the director, assistant president and joint founder in Asia Fortune Media Group Limited. From July 2005 to September 2007, she served as the director of department of planning in China Major Bridge Engineering Co., Ltd. Ms. Qin obtained a Doctor of Philosophy degree in industrial and manufacturing systems engineering from the University of Hong Kong in May 2014, a master's degree in management science and engineering from the Wuhan University in June 2009, and a bachelor's degree in engineering management in June 2005.

Committees of Our Board of Directors

Our board of directors has established an audit committee, a compensation committee, and a nominating committee. The composition and responsibilities of each of these committees of our board of directors are described below. Members serve on these committees until their resignation or until otherwise determined by our board of directors. Our board of directors may have or establish other committees as it deems necessary or appropriate from time to time.

Audit Committee

Our Audit Committee consists of Mr. Belief Bi, Ms. Maggie Wang and Ms. Han Qin. We have determined that each of them satisfies the "independence" requirements of Rule 5605(c)(2) of the Listing Rules of the Nasdaq and meet the independence standards under Rule 10A-3 under the Exchange Act, as amended. We have also determined that Ms. Maggie Wang qualifies as an "audit committee financial expert." The chair of our Audit Committee is Ms. Maggie Wang. The Audit Committee oversees our accounting and financial reporting processes and the audits of our financial statements. The Audit Committee is responsible for, among other things:

- establishing clear hiring policies for employees or former employees of the independent auditors;

- reviewing and recommending to our Board of Directors for approval, the appointment, re-appointment or removal of the independent auditor, after considering our annual performance evaluation of the independent auditor;
- approving the remuneration and terms of engagement of the independent auditor and pre-approving all auditing and non-auditing services permitted to be performed by our independent auditors at least annually;
- obtaining a written report from our independent auditor describing matters relating to our independence and quality control procedures;
- reviewing with the independent registered public accounting firm any audit problems or difficulties and management's response;
- discussing with our independent auditor, among other things, the audits of the financial statements, including whether any material information should be disclosed, issues regarding accounting and auditing principles and practices;
- reviewing and approving all proposed related party transactions, as defined in Item 404 of Regulation S-K under the Securities Act;
- reviewing and recommending the financial statements for inclusion within our quarterly earnings releases and to our Board of Directors for inclusion in our annual reports;
- discussing the annual audited financial statements with management and the independent registered public accounting firm;
- reviewing policies with respect to risk assessment and risk management;
- reviewing the adequacy and effectiveness of our accounting and internal control policies and procedures and any special steps taken to monitor and control major financial risk exposures;
- periodically reviewing and reassessing the adequacy of the committee charter;
- approving annual audit plans, and undertaking an annual performance evaluation of the internal audit function;
- establishing and overseeing procedures for the handling of complaints and whistleblowing;
- meeting separately and periodically with management, the internal auditors and the independent registered public accounting firm;
- monitoring compliance with our code of business conduct and ethics, including reviewing the adequacy and effectiveness of our procedures to ensure proper compliance;
- reporting periodically to our Board of Directors; and
- such other matters that are specifically delegated to our audit committee by our Board of Directors from time to time.

Nominating Committee

Our Nominating Committee consists of Mr. Belief Bi, Ms. Maggie Wang and Ms. Han Qin. We have determined that each of them satisfies the "independence" requirements of Rule 5605(c)(2) of the Listing Rules of the Nasdaq and meet the independence standards under Rule 10A-3 under the Exchange Act, as amended. The chair of our Nominating Committee is Mr. Belief Bi. The Nominating Committee is responsible for overseeing the selection of persons to be nominated to serve on our Board of Directors. The Nominating Committee considers persons identified by its members, management, stockholders, investment bankers and others.

The guidelines for selecting nominees, which are specified in the Nominating Committee Charter, generally provide that persons to be nominated:

- should have demonstrated notable or significant achievements in business, education or public service;
- should possess the requisite intelligence, education and experience to make a significant contribution to the board of directors and bring a range of skills, diverse perspectives and backgrounds to its deliberations; and
- should have the highest ethical standards, a strong sense of professionalism and intense dedication to serving the interests of the stockholders.

The Nominating Committee will consider a number of qualifications relating to management and leadership experience, background and integrity and professionalism in evaluating a person's candidacy for membership on the board of directors. The nominating committee may require certain skills or attributes, such as financial or accounting experience, to meet specific board needs that arise from time to time and will also consider the overall experience and makeup of its members to obtain a broad and diverse mix of board members. The nominating committee does not distinguish among nominees recommended by stockholders and other persons.

Compensation Committee

Our Compensation Committee consists of Mr. Belief Bi, Ms. Maggie Wang and Ms. Han Qin. We have determined that each of them satisfies the "independence" requirements of Rule 5605(c)(2) of the Listing Rules of the Nasdaq and meet the independence standards under Rule 10A-3 under the Exchange Act, as amended. The chair of our Compensation Committee is Ms. Han Qin. The principal functions of the compensation committee include:

- reviewing and approving on an annual basis the corporate goals and objectives relevant to our Chief Executive Officer's compensation, evaluating our Chief Executive Officer's performance in light of such goals and objectives and determining and approving the remuneration (if any) of our Chief Executive Officer's based on such evaluation;
- reviewing and approving the compensation of all of our other officers;
- reviewing our executive compensation policies and plans;
- implementing and administering our incentive compensation equity-based remuneration plans;
- assisting management in complying with our proxy statement and annual report disclosure requirements;
- approving all special perquisites, special cash payments and other special compensation and benefit arrangements for our officers and employees;
- producing a report on executive compensation to be included in our annual proxy statement; and
- reviewing, evaluating and recommending changes, if appropriate, to the remuneration for directors.

The compensation committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser and will be directly responsible for the appointment, compensation and oversight of the work of any such adviser. However, before engaging or receiving advice from a compensation consultant, external legal counsel or any other adviser, the compensation committee will consider the independence of each such adviser, including the factors required by the Nasdaq and the SEC.

Family Relationships

No family relationships existed among any of our directors or executive officers.

Code of Ethics

We have adopted a "Code of Ethics" as defined by regulations promulgated under the Securities Act of 1933, as amended, and the Exchange Act that applies to all of our directors and employees, including our principal executive officer, principal financial officer and principal accounting officer.

Section 16(A) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, and persons who beneficially own more than ten percent of a registered class of our equity securities, to file with the SEC initial reports of ownership and reports of changes in ownership of our common stock and other equity securities. Officers, directors and greater than ten percent beneficial owners are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file.

To our knowledge, based solely on our review of Forms 3, 4 and 5, and any amendments thereto, furnished to us or written representations that no Form 5 was required, we believe that during the fiscal year ended December 31, 2022, all filing requirements applicable to our executive officers and directors under the Exchange Act were met in a timely manner.

Item 11. Executive Compensation.

Summary Compensation Table

The following summary compensation table sets forth the compensation earned by our named executive officers and directors for the year ended December 31, 2022. None of the members who served as executive officers and directors for MicroCloud received any compensation for the year ended December 31, 2021.

Name	Fiscal Year	Salary (\$)	Bonus (\$)	Stock Awards (\$)	All Other Compensation (\$)	Total (\$)
Wei Peng ⁽¹⁾ <i>Chairman of the Board of Directors</i>	2022	0	0	0	0	0
Guohui Kang ⁽¹⁾ <i>Director, Chief Executive Officer</i>	2022	53,499.8	0	0	0	53,499.8
Bei Zhen ⁽¹⁾ <i>Chief Financial Officer</i>	2022	35,666.5	0	0	0	35,666.5
Guolong Qi ⁽¹⁾ <i>Chief Operating Officer</i>	2022	53,499.8	0	0	0	53,499.8
Jianbo Zhou ⁽¹⁾ <i>Chief Technology Officer</i>	2022	27,641.6	0	0	0	27,641.6
Xu Zhang ⁽¹⁾⁽²⁾ <i>Independent Director</i>	2022	0	0	0	0	0
Mi Zhou ⁽¹⁾ <i>Independent Director</i>	2022	0	0	0	0	0
Han Qin ⁽¹⁾ <i>Independent Director</i>	2022	0	0	0	0	0
Jun Liu ⁽¹⁾⁽³⁾ <i>Independent Director</i>	2022	0	0	0	0	0
Belief Bi ⁽⁴⁾ <i>Independent Director</i>	2022	0	0	0	0	0
Maggie Wang ⁽⁴⁾ <i>Independent Director</i>	2022	0	0	0	0	0

Note:

- (1) Served on the position since September 2022;
- (2) Resigned from his/her position in February 2023;
- (3) Removed from his position in February 2023; and
- (4) Served on the position since February 2023.

Compensation Plans

Mr. Guohui Kang, Ms. Bei Zhen, Mr. Guolong Qi and Mr. Jianbo Zhou will be provided with the following salary: (a) an annual base salary in cash of \$53,499.8, \$35,666.5, \$53,499.8 and \$27,641.6, respectively; and (b) during the executive's term, the Company will reimburse for all reasonable out-of-pocket travel expenses incurred by them in attending any in-person meetings, provided that they comply with the generally applicable policies, practices and procedures of the Company for submission of expense reports, receipts or similar documentation of such expenses.

We have no arrangements for the remuneration of our independent directors, except that they will be entitled to receive reimbursement for actual, demonstrable out-of-pocket expenses, including travel expenses, if any. No compensation was paid to our independent directors during the year ended December 31, 2022.

The Company's management members may receive additional compensation as determined by the Board.

Employment Agreements

We entered into employment agreements with our executive directors and officers.

Option Grants

We had no outstanding equity awards as of the year ended December 31, 2022.

Option Exercises and Fiscal Year-End Option Value Table

There were no stock options exercised during fiscal year ended December 31, 2022 by the executive officers.

Outstanding Equity Awards at Fiscal Year End

No equity awards were outstanding as of the year ended December 31, 2022.

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

The table below sets forth information, as of March 13, 2023, with respect to the beneficial ownership of our ordinary shares by: (a) each named executive officer, each of our directors, and our directors and executive officers as a group; and (b) each person or entity known by us to own beneficially more than 5% of our ordinary shares (by number and by voting power).

Name and Address of Beneficial Owner	Ordinary Shares		Voting Power
	Number	%†	(%)†
Executive Officers and Directors			
Guohui Kang ⁽¹⁾	5,063,006	9.96%	9.96%
Bei Zhen	-	-	-
Guolong Qi	-	-	-
Jianbo Zhou ⁽²⁾	675,068	1.33%	1.33%
Wei Peng ⁽³⁾	8,302,047	16.34%	16.34%
Xu Zhang*	-	-	-
Belief Bi	-	-	-
Maggie Wang	-	-	-
Mi Zhou*	-	-	-
Han Qin	-	-	-
Jun Liu*	-	-	-
All Executive Officers and Directors as a group	14,040,121	27.63%	27.63%
5% or Greater Holders			
Best Road Holdings Limited ⁽³⁾	8,302,047	16.34%	16.34%
Tiger Initiative Investment Ltd ⁽⁴⁾	6,750,675	13.29%	13.29%
Super plus Holding Limited ⁽⁵⁾	5,063,006	9.96%	9.96%
Import & Export Guojin Development Co., Ltd ⁽¹⁾	5,063,006	9.96%	9.96%
Wu Yue Investment Ltd ⁽⁶⁾	4,387,939	8.64%	8.64%
Lucky monkey Holding Limited ⁽⁷⁾	4,050,405	7.97%	7.97%
Sensegain Prosperity Holding Limited ⁽⁸⁾	3,639,120	7.16%	7.16%
Innovation Spark Technology Limited ⁽⁹⁾	3,375,338	6.64%	6.64%

Note:

† Based on 50,812,035 shares of common stock, par value \$0.0001 per share, outstanding as of March 13, 2023.

- (1) Import & Export Guojin Development Co., Ltd is the record holder of our ordinary shares. Guohui Kang, as the sole director and sole shareholder of Import & Export Guojin Development Co., Ltd, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (2) Brilliantrf Holdings Limited is the record holder of our ordinary shares. Jianbo Zhou, as the sole director and sole shareholder of Brilliantrf Holdings Limited, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (3) Best Road Holdings Limited is the record holder of our ordinary shares. Wei Peng, as the sole director and sole shareholder of Best Road Holdings Limited, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (4) Zongge Zhang, as the sole director and sole shareholder of Tiger Initiative Investment Ltd, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (5) Shuyuan Xu, as the sole director and sole shareholder of Super plus Holding Limited, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (6) Hao Wu, as the sole director and sole shareholder of Wu Yue Investment Ltd, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (7) Jiahui Lu, as the sole director and sole shareholder of Lucky monkey Holding Limited, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.
- (8) Minwen Wu, as a beneficial owner of Sensegain Prosperity Holding Limited, has voting and investment discretion over these shares.
- (9) Feirong Hu, as the sole director and sole shareholder of Innovation Spark Technology Limited, has voting and investment discretion over these shares and therefore may be deemed to beneficially own such shares.

* Ceased to serve as independent directors of MicroCloud effective from February 3, 2023.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Transactions with Related Parties

We do not have related party transactions during the fiscal year ended December 31, 2022.

Director Independence

Our board of directors has undertaken a review of the independence of each director. Belief Bi, Maggie Wang and Han Qin are all non-employee directors, all of whom our Board has determined to be independent directors pursuant to Nasdaq rules. All of the members of our Audit Committee, Nominating Committee and Compensation Committee are independent directors pursuant to Nasdaq rules.

PART IV

Item 15. Exhibits, Financial Statement Schedules.

(a) Financial Statements and Financial Statement Schedules

Incorporated by reference to Items 15(1) and 15(2) of Form 10-K:

(b) Exhibits

The documents set forth below are filed herewith or incorporated herein by reference to the location indicated.

Exhibit No.	Description	Incorporated by Reference		
		Form	Exhibit	Filing Date
2.1	Business combination and Merger Agreement dated as of September 10, 2021 by and among MC Hologram, Inc., Golden Path Acquisition Corporation and Golden Path Merger Sub Corporation	8-K	2.1	September 13, 2021
2.2	First Amendment to the Business Combination and Merger Agreement dated as of August 5, 2022	8-K	2.2	September 22, 2022
2.3	Second Amendment to the Business Combination and Merger Agreement dated as of August 10, 2022	8-K	2.3	September 22, 2022
3.1	MicroCloud Hologram Inc. Amended and Restated Articles of Incorporation	8-K	3.1	September 22, 2022
4.1	Specimen Ordinary Share Certificate	8-K	4.1	September 22, 2022
4.2	Specimen Warrant Certificate	8-K	4.2	September 22, 2022
4.3	Warrant Agreement between VStock Transfer LLC and Golden Path Acquisition Corporation	8-K	4.3	September 22, 2022
10.1	Form of Lock-Up Agreement	8-K	10.1	September 22, 2022
10.2	Form of Indemnification Agreement	8-K	10.2	September 22, 2022
10.3	Form of Registration Rights Agreement	8-K	10.3	September 22, 2022
10.4	Form of Non-Competition and Non-Solicitation Agreements	8-K	10.4	September 22, 2022
10.5**	Form of Employment Agreement between the Registrant and each of its executive directors and officers			
10.6**	Form of Director Offer Letter between the Registrant and each of its independent directors			
21.1**	List of Subsidiaries			
31.1*	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			
31.2*	Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.			

32.1#**	Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2#**	Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	Inline Instance Document
101.SCH	Inline Taxonomy Extension Schema Document
101.CAL	Inline Taxonomy Extension Calculation Linkbase Document
101.DEF	Inline Taxonomy Extension Definition Linkbase Document
101.LAB	Inline Taxonomy Extension Label Linkbase Document
101.PRE	Inline Taxonomy Extension Presentation Linkbase Document
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

This certification is deemed not filed for purpose of Section 18 of the Exchange Act or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act.

* Furnished herewith.

** Previously filed with Form 10-K on March 14, 2023.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Date: March 24, 2023

MicroCloud Hologram Inc.

By: /s/ Guohui Kang
Guohui Kang
Chief Executive Officer
(Principal Executive Officer)

By: /s/ Bei Zhen
Bei Zhen
Chief Financial Officer
(Principal Financial Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934 this Report has been signed below by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

	<u>Title</u>	<u>Date</u>
<u>/s/ Wei Peng</u> Wei Peng	Chairman of the Board of Directors	March 24, 2023
<u>/s/ Guohui Kang</u> Guohui Kang	Director, Chief Executive Officer (Principal Executive Officer)	March 24, 2023
<u>/s/ Bei Zhen</u> Bei Zhen	Chief Financial Officer (Principal Financial Officer)	March 24, 2023
<u>/s/ Guolong Qi</u> Guolong Qi	Chief Operating Officer	March 24, 2023
<u>/s/ Jianbo Zhou</u> Jianbo Zhou	Chief Technology Officer	March 24, 2023
<u>/s/ Belief Bi</u> Belief Bi	Independent Director	March 24, 2023
<u>/s/ Maggie Wang</u> Maggie Wang	Independent Director	March 24, 2023
<u>/s/ Han Qin</u> Han Qin	Independent Director	March 24, 2023

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO
RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Guohui Kang, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of MicroCloud Hologram Inc. (“the registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 24, 2023

By: /s/ Guohui Kang

Guohui Kang
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO
RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934,
AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Bei Zhen, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of MicroCloud Hologram Inc. (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: March 24, 2023

By: /s/ Bei Zhen
Bei Zhen
Chief Financial Officer
(Principal Financial Officer)
